

BYLAWS

BYLAWS OF THE ASSOCIATION OF MAYNE ISLAND BOATERS

PART 1 – INTERPRETATION

- 1 (1) In these bylaws, unless the context otherwise requires:
 - “Association”** means the Association of Mayne Island Boaters;
 - “directors”** means the directors of the Association for the time being;
 - “Society Act”** means the Society Act of British Columbia from time to time in force and all amendments to it;
 - “registered address”** of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these Bylaws.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

- 3 The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 4 Every member must uphold the Constitution and comply with these Bylaws. Upon being admitted to membership, each member is entitled to, and the Association must give the member without charge, a copy of the Constitution and Bylaws of the Association.
- 5 Membership in the Association shall be open to all mariners who either own a boat or have an interest in boating activities on and/or around Mayne Island, and who support the purposes of the Association.
- 6 Eligible persons may apply to the directors for membership by completing an application form and, upon acceptance by the directors, and payment of the applicable membership fee, is a member and shall be entered on the Membership List.

- 7 Membership shall be for a period of one year in the year of application, and must be renewed prior to the next Annual General Meeting of the Association.
- 8 Annual membership dues must be determined at the Annual General Meeting of the Association.
- 9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Association.
- 10 A member is not in good standing so long as any debt remains unpaid.
- 11 A person ceases to be a member of the Association :
- (1) by delivering his or her resignation in writing to the secretary of the Association, or by mailing , emailing or delivering it to the address of the Association,
 - (2) by failing to pay the applicable current membership fee, or failure to renew membership by paying the applicable annual membership dues within the period of sixty (60) days from the date of the last Annual General Meeting, or failure to pay any other subscription or debt due and owing by the member to the Association. The member is not in good standing so long as any debt remains unpaid.
 - (3) on his or her death,
 - (4) on being expelled,
 - (5) on having been a member not in good standing for 3 consecutive months.
- 12 A member whose dues have lapsed not more than sixty (60) days shall, upon payment of the applicable membership fee, be considered a member in good standing retroactive to the date when membership lapsed.
- 13
- (1) A member may be expelled, for just cause, including conduct judged improper, unbecoming, or likely to adversely affect the interests and reputation of the Association, as determined by the Board of Directors and subject to arbitration at the request of the aggrieved party, by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

PART 3 - PARLIAMENTARY AUTHORITY

- 14 The Parliamentary Authority of the Association shall be the current edition of "Roberts Rules of Order Newly Revised" , commencing with the 9th Edition, (1990), Edited by Henry M. Robert 111 and William J. Evans, or any subsequent published revision. These rules shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special Rules of Order the Association may adopt.

PART 4 - OFFICERS, BOARD OF DIRECTORS, AND THEIR ELECTION

- 15 (1) The day to day affairs of the Association shall, subject to direction from the membership, be managed and directed by a Board of Directors, who shall perform such duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Association.
- (2) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statutes or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the Association
 - (b) these Bylaws, and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Association in a general meeting.
- (3) A rule, made by the Association in a General Meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 16 The Board of Directors shall be comprised of:
- (1) the duly elected Officers of the Association, who shall be Mayne Island residents, and which will comprise The President (Chair), The Immediate Past President (Immediate Past Chair), The Vice President (Vice Chair), The Secretary, and The Treasurer, and
 - (2) duly elected five (5) Directors, three (3) of whom shall be Mayne Island residents.,
 - (3) up to, but not exceeding, three (3) Directors, appointed by the Board of Directors, as circumstances may require, who will serve only until the next Annual General Meeting.

- 17 The Board of Directors of the Association shall be elected by the members in good standing at the Annual General Meeting of the Association, which must be held within one year of the last Annual General Meeting. The Board of Directors shall each serve for the period of one year or until their individual successors are elected.
- 18 Separate elections must be held for each office to be filled.
- (1) An election may be by acclamation.
- (2) If a successor is not elected, the person previously elected or appointed continues to hold office.
- (3) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- 19 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Association.
- 20 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 21 (1) Meetings of the Board of Directors shall be called by the Chair whenever deemed necessary and at the Chair's discretion, or shall be called at the request of at least three (3) other members of the Board of Directors. No decision shall be made without a quorum of directors being present.
- (2) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (3) A quorum of the Board of Directors shall consist of Five (5) Directors, Two (2) of whom must be officers.
- (4) The President is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after time appointed for holding the Directors Meeting, the Vice President must act as chair, but if neither is present, the directors present may choose one of their number to be the chair at that meeting.
- (5) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- 22 In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

- 23 A debenture must not be issued without the authorization of a special resolution.
- 24 The members may, by special resolution, restrict the borrowing powers of the directors but a restriction so imposed expires at the next Annual General Meeting.
- 25 The duties of the Officers of the Association shall be, in accordance with the Parliamentary Authority of the Association, and are briefly described as:
- (1) The Chair shall preside at all meetings of the Association and the Board of Directors, and shall be an ex-officio member of all committees except the Nominating Committee.
 - (2) The Vice Chair shall assume and perform the duties of the Chair in the absence of the Chair.
 - (3) The Secretary shall have custody of all official Association records, documents and regulations of the Association, other than financial, and shall prepare and maintain Minutes of Meetings of the Association, of the Board of Directors, call meetings, and perform such other duties as the Board may direct. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
 - (4) The Treasurer shall administer the financial affairs of the Association and keep or cause to be kept all such books of account and financial records. All financial affairs, books of account and financial records must comply with the Society Act. The Treasurer must render financial statements to the directors, members and others when required so as to properly reflect the financial affairs of the Association.
 - (5) The Board of Directors shall carry on the work intended by the Association through Committees, each chaired by a member of the Board of Directors. Although it is intended to utilize the skills and expertise of members, Committee Chairs may recruit assistance from others who may not be members of the Association, from time to time, and as deemed necessary and or desirable by the Board of Directors. Such committee members shall not be deemed to be members of the Board unless so elected at the next Annual General Meeting.
 - (6) If a member of the Board of Directors ceases to serve for any reason, the Board of Directors may appoint a member to fill the position until the next Annual General Meeting.
- 26 An Officer or Director may be removed from the Board of Directors by a resolution passed by not less than Seventy-Five Percent (75%) of the members present and voting at a General Meeting called for that purpose wherein fourteen (14) days notice has been given to the membership in writing, and subject to arbitration if so requested by the aggrieved individual.

PART 5 - NOMINATING COMMITTEE

- 27 The Nominating Committee Chair shall be appointed by the Board of Directors of the Association, who will select at least two other members from the general membership to serve on the Nominating Committee.
- 28 The Nominating Committee shall nominate one candidate, who has agreed to stand for office, for each position on the Board of Directors;
- 29 The Chair of the Nominating Committee shall make its Report known to the general membership in advance of voting at the Annual General Meeting.

PART 6 - MEETINGS OF MEMBERS

- 30 General Meetings of the Association shall be held generally monthly, or at the discretion of the Board of Directors as deemed necessary. Members are to be informed of the date of the next General Meeting at each preceding General Meeting, by email, by posted notice, and/or by inclusion in the Mayne Island monthly News Magazine.
- 31 A Special General Meeting shall be held when at least Ten Percent (10%) of the members in good standing so request in writing, and with the concurrence of a quorum of the Board of Directors. Notice of such Special General Meeting shall be given in writing with at least fourteen (14) days prior notice.
- 32 A quorum of members at any General Meeting shall be a majority of its members in good standing present at the meeting, but this number shall never be less than twelve (12) members.
- 33 Decisions at any General Meeting shall be agreed by simple majority.
- 34 Voting at General Meetings may be by show of hands, by standing vote, or by ballot, at the discretion of the Board of Directors and with the concurrence of the membership present, and in accordance with the procedures prescribed under the Association's parliamentary authority.
- 35 Voting by proxy is not permitted.
- 36 Only members of the Association in good standing may vote at any General Meeting.

PART 7 – AMENDMENT

- 37 (1) Amendment to the Constitution and Bylaws of the Association shall be possible at any regular General Meeting, providing prior notice of such amendment has been given to the membership at the immediate previous regular General Meeting.
- (2) Amendment to the Constitution and Bylaws of the Association shall be passed by a 3/4 majority of those present and voting.

Attachment
FOUNDING MEMBERSHIP LIST
CONSTITUTIONANDBYLAWS*ehm

Part 8 –Location of Operation

1. Location of Operation

The operation of the Association are be carried out on Mayne Island in the Province of British Columbia. **This provision was previously unalterable.**

2. Dissolution

In the event of the winding up or dissolution of the Association, the assets of the Association, remaining, after payment of all expenses, liabilities and debts, shall not be given or distributed to any private individual or member but shall be given over to a registered, recognized Mayne Island charitable organization, or others as defined in the Income Tax Act (Canada), Canada Customs and Revenue Agency Revenue Canada, as may be determined by the members of the association at the time of winding up or dissolution. **This provision was previously unalterable.**